FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES RURSUANT TO REGULATION D, SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

6043536

OMB APPROVAL

OMB NUMBER: 3235-0076

Expires: April 30, 2008

Estimated average burden hours per



189/56/								<u> </u>
Name of Offering Check if this	is an amer	ndment and name	e has changed, and inc	licate ch	ange.)			
Limited Partnership Interests of Prece	eptor Fu	nd, LP						
Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Ame	☐ R endment	tule 504	☐ Rule 505	×	Rule 5	06 🗆 Section	4(6)	ULOE
		A. BASI	C IDENTIFICATION	ON DA	TA			
1. Enter the information requested								
Name of Issuer (check if this is	an amend	lment and name	has changed, and indi-	cate cha	nge.)			
Preceptor Fund, LP								
Address of Executive Officers	(Numl	ber and Street, C	ity, State, Zip Code)		Telep	none Number (Including	Area Code)	
c/o Preceptor Associates LLC, 15 Mac	lison Str	eet, Princeton,	NJ 08542-6916		609-9	55-5489		
Address of Principal Business Operations (if different from Executive Offices)	(Numb	per and Street, C	ity, State, Zip Code)		Telep	none Number (Including	Area Code)	
Brief Description of Business				-				
Investment Partnership								
Type of Business Organization				_				
□ corporation	×	limited partners	ship, already formed			other (please specify):	DD/	30500-
☐ business trust		limited partners	ship, to be formed				FN	DCESSED
Actual or Estimated Date of Incorporation	•		06	E Ac		☐ Estimated		3 0 7 2006 .

GENERAL INSTRUCTIONS

Federal

Who Must File: All issues making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to the address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 OF 9

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ■ General and/or Managing Partner Full Name (Last name first, if individual) Preceptor Associates LLCb (* 1888 1996) er a stræk breit fan Lyllig e Business or Residence Address (Number and Street, City, State, Zip Code) 15 Madison Street, Princeton, NJ-08542-6916 Check Box(es) that Apply: ☐ General and/or □ Promoter ☐ Beneficial Owner Executive Officer ☐ Director (Managing Member of GP) Managing Partner Full Name (Last name first, if individual) Yang, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 15 Madison Street Princeton, NJ 08542-6916 Promoter . . ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) 1 N. 1 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Executive Officer ☐ General and/or □ Director Managing Partner 11 Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ---Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ... Promoter ☐ Beneficial Owner..... ☐ Executive Officer -- ☐ General and/or ☐ Director Managing Parmer Full Name (Last name first, if individual) Transfer to the state of Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer .: ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

			. INFORM	IATION A	BOUT OF	FERING					
1.	Has the issuer sold, or	does the issuer intend t	o sell, to non-	accredited i	investors in					Yes	No ⊠
	ar angira.	Answer als	so in Appendi	x, Column	2, if filing u	nder ULOE				y U ber	53
2.	What is the minimum i	investment that will be r in its discretion may	accepted fron	n any indivi r investme r	dual?		· · · · · · · · · · · · · · · · · · ·		- 138 - 476 - 3	\$ 1,00	*000,00
3.	Does the offering perm	nit joint ownership of a	single unit?		e 1.	na a care a care		* * * * * * * * * * * * * * * * * * *		Yes	No
4.	Enter the information r									E	
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	broker or dealer. If mo	ore than five (5) person oker or dealer only.	s to be listed a	are associate	ed persons o	f such a bro	ker or deal	er, you may se	t forth the		
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Enter the aggregate offering price of securities included in this offering and the total amount already . 74 sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this 21535 box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount en ingradia da arrendaren birrarren Offering Price Types of Security : Already Sold Debt State of the ☐ Common ☐ Preferred Convertible Securities (including warrants) Partnership Interests \$ Unlimited Other (Specify \$ Unlimited Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Investors Amount of · Purchases Accredited Investors \$ 3,000,000 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date; in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. 1 17 PER CONTROL OF THE CONTROL OF T Type of Offering NOT APPLICABLE Type of Dollar Security Amount Sold Rule 505 Regulation A a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities 4. in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimates Transfer Agent's Fees Printing and Engraving Costs Legal Fees 35,000 Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total 35,050 have the life of the control of the massive angregation and control of

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NU	IMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
• • •	- Question 1 and total expenses furnis	gregate offering price given in response to Part C hed in response to Part C – Question 4.a. This eds to the issuer."	: :	· •
				\$ <u>Unlimited</u>
5	Indicate below the amount of the adjust	sted gross proceed to the issuer used or proposed to		
	be used for each of the purposes show furnish an estimate and check the box	n. If the amount for any purpose is not known, to the left of the estimate. The total of the	A	
		ed gross proceeds to the issuer set forth in response		
	to Part C – Question 4.b above.	Formation 18 Community on the	D	
	e de la company	and in the state of	Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		□ \$,	`□\$
• .	Purchase of real estate		□ \$	□ \$
	Purchase, rental or leasing and installa			
	and equipment			□ \$ <u>_</u>
	Construction or leasing of plant buildi	ngs and facilities	□ \$ <u>****</u>	□ \$
." .	Acquisition of other businesses (include offering that may be used in exchange	ding the value of securities involved in this?		
•	and the second second			□ \$
: "	Repayment of indebtedness		□ \$	□ \$
4 25 3 5	Working capital		□ \$ <u>200, 500</u> 000	□ \$
	Other (specify): Investment in accor	rdance with the Fund's objectives		□ \$ <u>Unlimited</u>
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		D. FEDERAL SIGNATURE		
the followritten 502.	owing signature constitutes an undertak request of its staff, the information furn	ned by the undersigned duly authorized person. If thi ing by the issuer to furnish to the U.S. Securities and ished by the issuer to any non-accredited investor pur	Exchange Commiss suant to paragraph	ion, upon
		Signature	Date	• /
	PTOR FUND, LP	Michael 4	July 24, 200	6
	eptor Associates, LLC, general partner f Signer (Print or Type)	Title of Signer (Print or Type)	<u></u>	
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	Intentional misstatements or o	ATTENTION missions of fact constitute federal criminal violations. (S	ee 18 U.S.C. 1001.)	

	E. STATE SIGNATUR	₹ E	-	
Is any party described in 17 CFR 230 provision of such rule?	.262 presently subject to any of	the disqualification	Yes	No
See Appendi	x, Column 5, for state response.	*	,	
2. The undersigned issuer hereby under notice on Form D (17 CFR 239.500)			which this notice i	s filed a
3. The undersigned issuer hereby under by the issuer to offerees.	akes to furnish to the state admi	nistrators, upon written r	equest, informatio	n furnished
4. The undersigned issuer represents the Uniform limited Offering Exemption claiming the availability of this exem	(ULOE) of the state in which th	is notice is filed and und	erstands that the is	ssuer
The issuer has read this notification and know undersigned duly authorized person.	s the contents to be true and has	duly caused this notice t	o be signed on its	behalf by the
Issuer (Print or Type)	Signature	:	Date	,
PRECEPTOR FUND, LP— by Preceptor Associates LLC, general partner	Michaely		July 24, 2006	5
Name (Print or Type)	Title (Print or Type)			····
Michael Yang	Managing Member			
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Instruction: Print the name and title of the signing represer must be manually signed. Any copies not man	tative under his signature for the sta ually signed must be photocopies or	te portion of this form. On the manually signed copy	e copy of every notic or bear typed or prin	e on Form D ted signatures.

APPENDIX		

1	2		3 .			4		. 5	
		.•	Type of Security	, <u>.</u>				Disqualifi under State	ULOE
	Intend to non-acc investors (Part B-	redited in State	and aggregate offering price offered in state (Part C-Item 1)			investor and chased in State C-Item 2)	Company of the second	(if yes, a explanat waiver gr (Part E-I	ittach ion of anted) em 1)
	. :		Unlimited Amount of Limited	Number of	in the second se	Number of			
State	Yes	No	Partnership Interests	Investors	Amount as	Number of Non-Accredited Investors	Amount :-	Yes	No
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(1) / (1) (2) / (1) (2) / (2) (3) / (1)	Intend to non-accommendation investors (Part B	to sell to credited s in State	Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	: No	Partnership "	Number of Accredited Investors (1996)	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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APPËNDIX Disqualification Type of Security under State ULOE Intend to sell to and aggregate · (if yes, attach offering price non-accredited Type of investor and explanation of amount purchased in State
(Part C-Item 2) investors in State offered in state waiver granted) (Part B-Item 1) (Part C-Item 1) (Part E-Item 1) Unlimited Amount of Limited Number of Number of Partnership Accredited Mon-Accredited State Yes Interests . . . No Investors ::::3 Amount, yell 2 Investors Amount Yes wv WI WY PR

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